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RECORDATION NO. 18870-E FILED
AUG 18 '04 1-02 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: NYC – ET 1994A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 18870.

The names and addresses of the parties to the enclosed document are:

Sublessor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee/ Assignor:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Trust/Assignee/ Sublessor:	Conrail Sublease Trust NYC – ET 1994A c/o Deutsche Bank Trust Company Delaware 1101 Centre Road, Suite 200 Wilmington, DE
Sublessee:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Senior Lessor:	Wilmington Trust Company]

Mr. Vernon A. Williams
August 17, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

15 locomotives CSXT 7375 – CSXT 7389 (formerly within the series CR 6232 – CR 6265).

A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-ET1994A, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

RECORDATION NO. 18870-E FILED

NYC NEWCO, INC. (the "**Company**")
500 Water Street
Jacksonville, Florida 32202

AUG 18 '04 1-02 PM

SURFACE TRANSPORTATION BOARD

CONRAIL SUBLEASE TRUST NYC-ET1994A (the "**Trust**")
In care of Deutsche Bank Trust Company Delaware
1101 Centre Road Suite 200
Wilmington, Delaware

and

CSX TRANSPORTATION, INC. (the "**Railroad**")
500 Water Street
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule A hereto:

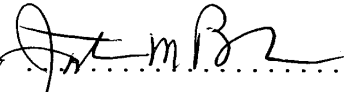
1. The Sublease of Railroad Equipment NYC-ET1994A between Conrail, sublessor, and the Company, sublessee.
2. The assignment by the Company, assignor, of its subleasehold interest under sublease named in item 1 to the Trust, assignee, and the assumption of the obligations of the Company as sublessee under sublease named in item 1 by the Trust, pursuant to the Assignment and Assumption of Sublease and Agreement NYC-ET1994A among the Company, the Trust, and Conrail.
3. The Sublease of Railroad Equipment NYC-ET1994A between the Trust, sublessor, and the Railroad, sublessee.
4. The assignment by the Trust, assignor, of the sublease named in item 3 to Conrail, assignee, as security for the Trust's obligations under the sublease named in item 1, pursuant to the Assignment and Assumption of Sublease and Agreement NYC-ET1994A described in item 2.

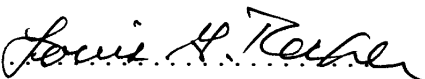
5. The assignment by Conrail, assignor, of the sublease named in item 1, and the reassignment of the sublease named in item 3, to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-ET1994A by Conrail in favor of the Senior Lessor.

6. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 3 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:


CONSOLIDATED RAIL CORPORATION

by 
NYC NEWCO, INC.

by 
CONRAIL SUBLEASE TRUST NYC-ET1994A

by Deutsche Bank Trust Company
Delaware, not in its individual
capacity but solely as trustee

by 
CSX TRANSPORTATION, INC.

by 

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12th day of August, 2004, before me personally appeared Jonathan M. Broder, to me personally known, who, by me being duly sworn, says that he is VP General Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12th day of August, 2004, before me personally appeared Louis G. Reher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared Manlyn McMan, to me personally known, who, by me being duly sworn, says that he is VP of DEUTSCHE BANK TRUST COMPANY DELAWARE, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared LOUIS G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

SCHEDULE A
SENIOR TRANSACTION ET1994A

Senior Lease:

Equipment Trust Agreement dated as of June 30, 1994, between
Wilmington Trust Company, trustee, and Consolidated Rail
Corporation, as amended to the date hereof.

Recorded with the Interstate Commerce Commission on July 1, 1994,
and assigned recordation number 18870.

Senior Lessor:

Wilmington Trust Company, as trustee

Schedule "B" Equipment
ETC 694 NYC

Count	Description	Original		Current	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	C40-8W	CR	6232	CSXT	7375
2	C40-8W	CR	6233	CSXT	7376
3	C40-8W	CR	6238	CSXT	7377
4	C40-8W	CR	6239	CSXT	7378
5	C40-8W	CR	6242	CSXT	7379
6	C40-8W	CR	6244	CSXT	7380
7	C40-8W	CR	6246	CSXT	7381
8	C40-8W	CR	6247	CSXT	7382
9	C40-8W	CR	6249	CSXT	7383
10	C40-8W	CR	6253	CSXT	7384
11	C40-8W	CR	6255	CSXT	7385
12	C40-8W	CR	6258	CSXT	7386
13	C40-8W	CR	6260	CSXT	7387
14	C40-8W	CR	6263	CSXT	7388
15	C40-8W	CR	6265	CSXT	7389
15 Total C40-8W locomotives					